

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TENNESSEE
WESTERN DIVISION**

JESSICA JONES, et al.,

Plaintiffs,

v.

VARSITY BRANDS, LLC, et al.

Defendants.

Case No. 2:20-cv-02892-SHL-tmp

JURY DEMAND

**DECLARATION OF JOSEPH R. SAVERI IN SUPPORT OF INDIRECT PURCHASER
PLAINTIFFS' MOTION FOR CLASS CERTIFICATION**

I, Joseph R. Saveri, declare the following under penalty of perjury:

1. I am the Founder and Managing Partner of the Joseph Saveri Law Firm, LLP., counsel for Plaintiffs Jessica Jones, and Christina Lorenzen (collectively, “Plaintiffs”), in *Jones v. Bain Capital Private Equity*, case no. 2:20-cv-02892-SHL-tmp (“Jones Action”). I am a member in good standing of the State Bar of California and have been admitted *pro hac vice* in the United States District Court for the Western District of Tennessee, Western Division. I am over 18 years of age and have personal knowledge of the facts stated in this Declaration. If called as a witness, I could and would testify competently to them. I write this declaration in support of Indirect Purchaser Plaintiffs’ Motion for Class Certification (“Motion”).

2. Attached as **Exhibit 01** is a true and correct copy of the Expert Report of Janet S. Netz, Ph.D., dated June 20, 2022, prepared in this case.

3. Attached as **Exhibit 02** is a true and correct copy of the Expert Rebuttal Report of Janet S. Netz, Ph.D., dated December 14, 2022, prepared for this case.

4. Attached as **Exhibit 03** is a true and correct copy the Expert Report of Randal Heeb, PhD, dated June 20, 2022, prepared for this case.

5. Attached as **Exhibit 04** is a true and correct copy of the Rebuttal Expert Report of Randal Heeb, PhD, dated December 14, 2022, prepared for this case.

6. Attached as **Exhibit 05** is a true and correct copy of the Expert Damages Report of Jen Maki, PhD, dated June 20, 2022, prepared for this case.

7. Attached as **Exhibit 06** is a true and correct copy of the Expert Damages Rebuttal Report of Jen Maki, PhD, dated December 14, 2022, prepared for this case.

8. Attached as **Exhibit 07** is a true and correct copy of the Expert Report of James H. Aronoff, dated June 20, 2022, prepared for this case.

9. Attached as **Exhibit 08** is a true and correct copy of the Expert Rebuttal Report of James H. Aronoff, dated December 14, 2022, prepared for this case.

10. Attached as **Exhibit 09** is a true and correct copy of excerpts of the deposition of Brian Elza, dated November 16, 2021, taken in this case.

11. Attached as **Exhibit 10** is a true and correct copy of excerpts of the deposition of Christina Lorenzen, dated January 20, 2022, taken in this case.

12. Attached as **Exhibit 11** is a true and correct copy of excerpts of the deposition of Jessica Jones, dated February 10, 2022, taken in this case.

13. Attached as **Exhibit 12** is a true and correct copy of excerpts of the deposition of Jamie Parrish, dated March 3, 2022, taken in this case.

14. Attached as **Exhibit 13** is a true and correct copy of excerpts of the deposition of Marlene Cota, dated April 6, 2022 taken in this case.

15. Attached as **Exhibit 14** is a true and correct copy of excerpts of the deposition of Steve Peterson, dated March 9, 2023 taken in this case.

16. Attached as **Exhibit 15** is a true and correct copy of excerpts of the deposition of Andrew Janower, dated July 6, 2022 taken in this case.

17. Attached as **Exhibit 16** is a true and correct copy of excerpts of the deposition of Francis LeTard, dated November 22, 2021 taken in this case.

18. Attached as **Exhibit 17** is a true and correct copy of excerpts of the deposition of Randall Heeb, dated January 19, 2023 taken in this case.

19. **Exhibit 18** is intentionally left blank.

20. Attached as **Exhibit 19** is a true and correct copy of excerpts of a document beginning with the Bates number VAR00460483 produced in this action and marked as Noone Deposition Exhibit 14.

21. Attached as **Exhibit 20** is a true and correct copy of excerpts of a document beginning with the Bates number VAR00346980 produced in this action.

22. Attached as **Exhibit 21** is a true and correct copy of excerpts of a document beginning with the Bates number VAR00371192 produced in this action and marked as Berry Deposition Exhibit 24.

23. Attached as **Exhibit 22** is a true and correct copy of excerpts of a document beginning with the Bates number VAR00199104 produced in this action.

24. Attached as **Exhibit 23** is a true and correct copy of a document beginning with the Bates number USASF_00011614 produced in this action.

25. Attached as **Exhibit 24** is a true and correct copy of a document beginning with the Bates number CB00512194 produced in this action and marked as Kalvelage Deposition Exhibit 12.

26. Attached as **Exhibit 25** is a true and correct copy of excerpts of a document beginning with the Bates number VAR00008463 produced in this action and marked as Webb Deposition Exhibit 30.

27. Attached as **Exhibit 26** is a true and correct copy of excerpts of a document beginning with the Bates number VAR00160801 produced in this action and marked as Duhon Deposition Exhibit 5.

28. Attached as **Exhibit 27** is a true and correct copy of a document beginning with the Bates number VAR00160726 produced in this action and marked as Duhon Deposition Exhibit 10.

29. Attached as **Exhibit 28** is a true and correct copy of excerpts of a document beginning with the Bates number VAR00250013 produced in this action.

30. Attached as **Exhibit 29** is a true and correct copy of excerpts of a document beginning with the Bates number VAR00255570 produced in this action and marked as Newby Deposition Exhibit 11 and Parish Deposition Exhibit 9.

31. Attached as **Exhibit 30** is a true and correct copy of a document beginning with the Bates number VAR00101100 produced in this action and marked as Elza Deposition Exhibit 5.

32. Attached as **Exhibit 31** is a true and correct copy of excerpts of a document beginning with the Bates number VAR00345222 produced in this action.

33. Attached as **Exhibit 32** is a true and correct copy of excerpts of a document beginning with the Bates number VAR00081770 produced in this action.

34. Attached as **Exhibit 33** is a true and correct copy of excerpts of a document beginning with the Bates number JEFF00225986 produced in this action.

35. Attached as **Exhibit 34** is a true and correct copy of excerpts of a document beginning with the Bates number JEFF00047202 produced in this action and marked as Murphy Deposition Exhibit 12.

36. Attached as **Exhibit 35** is a true and correct copy of excerpts of a document beginning with the Bates number VAR00424538 produced in this action and marked as Murphy Deposition Exhibit 14.

37. Attached as **Exhibit 36** is a true and correct copy of excerpts of a Slate Article entitled The Battle for the Cheerleading-Uniform Industry Is Surprisingly Cutthroat and Appropriately Glittery and marked as Cota Deposition Exhibit 21.

38. Attached as **Exhibit 37** is a true and correct copy of a document beginning with the Bates number VAR00265695 produced in this action.

39. Attached as **Exhibit 38** is a true and correct copy of a document beginning with the Bates number VAR00075248 produced in this action.

40. Attached as **Exhibit 39** is a true and correct copy of a document beginning with the Bates number VAR00244139 produced in this action and marked as Elza Deposition Exhibit 16.

41. Attached as **Exhibit 40** is a true and correct copy of a document beginning with the Bates number VAR00197598 produced in this action.

42. Attached as **Exhibit 41** is a true and correct copy of excerpts of a document beginning with the Bates number FUSIONELI000000236 produced in the *Fusion Elite* action.

43. Attached as **Exhibit 42** is a true and correct copy of excerpts of a document beginning with the Bates number VAR00309744 produced in this action.

44. Attached as **Exhibit 43** is a true and correct copy of a document beginning with the Bates number VAR00233932 produced in this action.

45. Attached as **Exhibit 44** is a true and correct copy of a document beginning with the Bates number VAR00418061 produced in this action and marked as Nangia Deposition Exhibit 9.

46. Attached as **Exhibit 45** is a true and correct copy of excerpts of a document beginning with the Bates number VAR00176406 produced in this action.

47. Attached as **Exhibit 46** is a true and correct copy of excerpts of a document beginning with the Bates number VAR00341580 produced in this action.

48. Attached as **Exhibit 47** is a true and correct copy of a document beginning with the Bates number VAR00365110 produced in this action and marked as Elza Deposition Exhibit 20.

49. Attached as **Exhibit 48** is a true and correct copy of excerpts of a document beginning with the Bates number BAIN00000352 produced in this action and marked as Newby Deposition Exhibit 12.

50. Attached as **Exhibit 49** is a true and correct copy of a document beginning with the Bates number VAR00020213 produced in this action.

51. Attached as **Exhibit 50** is a true and correct copy of excerpts of a document beginning with the Bates number VAR00097496 produced in this action.

52. **Exhibit 51** is intentionally left blank.

53. Attached as **Exhibit 52** is a true and correct copy of a document beginning with the Bates number USASF_00081243 produced in this action and marked as Peterson Deposition Exhibit 74.

54. Attached as **Exhibit 53** is a true and correct copy of experts of the book *American Restoration* by Jeff Webb.

55. Attached as **Exhibit 54** is a true and correct copy of a document beginning with the Bates number VAR00182613 produced in this action.

56. Attached as **Exhibit 55** is a true and correct copy of a document beginning with the Bates number USASF_00017144 produced in this action and marked as Peterson Deposition Exhibit 36.

57. Attached as **Exhibit 56** is a true and correct copy of excerpts of a document beginning with the Bates number CB00025235 produced in this action.

58. Attached as **Exhibit 57** is a true and correct copy of a document bearing the Bates number VAR00275774 produced in this action and marked as Webb Deposition Exhibit 1.

59. Attached as **Exhibit 58** is a true and correct copy of excerpts of a document beginning with the Bates number VAR00584154 produced in this action and marked as Parrish Deposition Exhibit 58.

60. Attached as **Exhibit 59** is a true and correct copy of Squad Credentialing FAQ, https://www.varsity.com/uca/wp-content/uploads/2020/07/21_uca_squadcredfaq.pdf (last visited Feb. 8, 2023).

61. Attached as **Exhibit 60** is a true and correct copy of excerpts of a document beginning with the Bates number VAR00078752 produced in this action and marked as Elza Exhibit 15.

62. Attached as **Exhibit 61** is a true and correct copy of excerpts of a document beginning with the Bates number VAR00402942 produced in this action.

63. Attached as **Exhibit 62** is a true and correct copy of excerpts of a document beginning with the Bates number CB00044503 produced in this action and marked as Kalvelage Deposition Exhibit 2.

64. Attached as **Exhibit 63** is a true and correct copy of excerpts of a document beginning with the Bates number CB00000188 produced in this action and marked as Kalvelage Deposition Exhibit 18.

65. Attached as **Exhibit 64** is a true and correct copy of a document beginning with the Bates number CB00041045 produced in this action and marked as Charlesbank Deposition Exhibit 9.

66. Attached as **Exhibit 65** is a true and correct copy of excerpts of a document beginning with the Bates number CB00057574 produced in this action and marked as Charlesbank Exhibit 20.

67. Attached as **Exhibit 66** is a true and correct copy of USASF, Mission & History, <https://www.usasf.net/about> (last visited Feb. 9, 2023).

68. Attached as **Exhibit 67** is a true and correct copy of Charlesbank, Portfolio/Consumer, Varsity Brands, <https://www.charlesbank.com/portfolio/companies/varsity-brands/> (last visited Feb. 9, 2023).

I declare under penalty of perjury that the foregoing is true and correct. Executed on February 10, 2023 in San Francisco, California.

/s/ Joseph R. Saveri
Joseph R. Saveri

APPENDIX A**Index of Exhibits**

Ex. No.	Beginning Bates	Cited Page	Description
Expert Reports			
1	N/A	N/A	Expert Report of Janet S. Netz
2	N/A	N/A	Expert Rebuttal Report of Janet S. Netz
3	N/A	N/A	Expert Report of Randall Heeb
4	N/A	N/A	Expert Rebuttal Report of Randall Heeb
5	N/A	N/A	Expert Report of Jen Maki
6	N/A	N/A	Expert Rebuttal Report of Jen Maki
7	N/A	N/A	Expert Report of James H. Aronoff
8	N/A	N/A	Expert Rebuttal Report of James H. Aronoff
Deposition Transcripts			
9	N/A	N/A	Deposition of Brian Elza
10	N/A	N/A	Deposition of Christina Lorenzen
11	N/A	N/A	Deposition of Jessica Jones
12	N/A	N/A	Deposition of Jamie Parrish
13	N/A	N/A	Deposition of Marlene Cota
14	N/A	N/A	Deposition of Steve Peterson
15	N/A	N/A	Deposition of Janower-Charlesbank 30(b)(6)
16	N/A	N/A	Deposition of Francis LeTard
17	N/A	N/A	Deposition of Randall Heeb
18	INTENTIONALLY LEFT BLANK		
Production Documents and Public Material			
19	VAR00460483	-0485	Letter from Steven Suskin
20	VAR00346980	-6985	Varsity – Business Plan 2012-2013 – DRAFT COPY
21	VAR00371192	-1265-1269	Varsity Brands – Varsity Spirit Divisional Presentation – May 2018
22	VAR00199104	-9106	Varsity All Star Advisor & Sales Training
23	USASF_00011614	-1615-1616	Email from Coy Aldridge

Ex. No.	Beginning Bates	Cited Page	Description
24	CB00512194	-2194-2195	Email from Neil Kalvelage
25	VAR00008463	-8477;-8543	Varsity Brands – Management Presentation – May 2018
26	VAR00160801	-0803	Letter from Buffy Duhon
27	VAR00160726	-0727-0729	Email from Buffy Duhon
28	VAR00250013	-0022	Varsity Spirit Future
29	VAR00255570	-5580	Varsity Spirit Project 2020
30	VAR00101100	-1101-1102	Email from Tres LeTard
31	VAR00345222	-5224; 5236	Varsity Spirit Overview – October 2018
32	VAR00081770	-1775	Jam Spirit Group (DBA Team Champion) Transaction Summary – October 2017
33	JEFF00225986	-5995	Project IMPACT – Refresh Proposals -June 2018
34	JEFF00047202	-7207	Varsity Brands Management Presentation – March 2011
35	VAR00424538	-4544-4545	Varsity Information Memorandum
36	Webpage	Pg. 7	Slate Article – The Battle for the Cheerleading-Uniform Industry Is Surprisingly Cutthroat and Appropriately Glittery
37	VAR00265695	-5696-5697	Email from John Sadlow
38	VAR00075248	-5249-5259	Email from Jessica Loper
39	VAR00244139	-4140	Email from Jeff Fowlkes
40	VAR00197598	-7601	Email from Elaine Pascale
41	FUSIONELI000000236	-0241	Fusion Elite All Stars 2019-2020 All Star Cheer Team Information
42	VAR00309744	-9756	Athletic Championships 2019-2020 Event Dates
43	VAR00233932	-3933	Email from Jeff Fowlkes
44	VAR00418061	-8063-8065	Email from Brian Elza
45	VAR00176406	-6415	Varsity All Star – Strategy Communication Experience
46	VAR00341580	-1581	Varsity Spirit Meeting Agenda – October 2, 2014
47	VAR00365110	-5110-5117	Email from Tres LeTard

Ex. No.	Beginning Bates	Cited Page	Description
48	BAIN00000352	-0397	Varsity Brands – Operation Catapult: Strategic Foundation – November 6 th , 2018
49	VAR00020213	-0214	Email from Patrick Kohout
50	VAR00097496	-7512-7513	What is Varsity All Star – Oct 2018
51	INTENTIONALLY LEFT BLANK		
52	USASF_00081243	-1244	Email from Steve Peterson
53	Title Page	Pg. 65	American Restoration by Jeff Webb
54	VAR00182613	-2614	Email from Alisa Burch
55	USASF_00017144	-7145-1747	Email from Steve Peterson
56	CB00025235	-5399	Varsity Brands – September 2017 MOR
57	VAR00275774	N/A	Email from Brent Hamachek
58	VAR00584154	N/A	Varsity ecosystem strategy
59	Webpage	N/A	Squad Credentialing FAQ
60	VAR00078752	-8768	Varsity All Star
61	VAR00402942	N/a	Market Opportunity and Market Share
62	CB00044503	-4517	Charlesbank Capital Partners, LLC – Due Diligence Questionnaire
63	CB00000188	-0196	Varsity Brands – Growth Through Acquisition – February 16, 2017
64	CB00041045	N/A	Email from Josh Beer
65	CB00057574	-7575	Varsity Brands – Charlesbank Capital Partners – Investment Overview
66	Webpage	N/A	USASF – About the USASF
67	Webpage	N/A	Charlesbank, Portfolio/Consumer, Varsity Brands